

Fortune Brands Home & Security, Inc.  
Form 8-K  
May 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): April 29, 2013**

**Fortune Brands Home & Security, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-35166**  
(Commission  
File Number)  
**520 Lake Cook Road**

**62-1411546**  
(IRS Employer  
Identification No.)

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**Deerfield, IL 60015**

**(Address of Principal Executive Offices) (Zip Code)**

**847-484-4400**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) Fortune Brands Home & Security, Inc. (the "Company") held its Annual Meeting of Stockholders on April 29, 2013.

(b) At the Annual Meeting, our stockholders (i) elected the persons listed below to serve as Class II directors for a term of three years expiring at the 2016 Annual Meeting of Stockholders and until their successors are duly elected and qualified; (ii) ratified the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2013; (iii) approved the compensation paid to the Company's named executive officers; (iv) approved the Fortune Brands Home & Security, Inc. 2013 Long-Term Incentive Plan; and (v) approved the Fortune Brands Home & Security, Inc. Annual Executive Incentive Compensation Plan. Set forth below are the voting results for each of these proposals:

**Item 1: The election of two Class II directors for a three-year term expiring at the 2016 Annual Meeting**

| Director Name        | For         | Against   | Abstain | Broker Non-Votes |
|----------------------|-------------|-----------|---------|------------------|
| Richard A. Goldstein | 132,051,921 | 3,066,266 | 351,465 | 13,129,639       |
| Christopher J. Klein | 134,495,618 | 646,034   | 328,000 | 13,129,639       |

**Item 2: The ratification of the appointment by the Company's Audit Committee of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013**

| For         | Against | Abstain |
|-------------|---------|---------|
| 147,938,365 | 326,485 | 334,441 |

**Item 3: An advisory vote on the compensation paid to the Company's named executive officers**

| For         | Against   | Abstain   | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 124,680,752 | 5,206,541 | 5,582,359 | 13,129,639       |

**Item 4: The approval of the Fortune Brands Home & Security, Inc. 2013 Long-Term Incentive Plan**

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 118,651,662 | 14,474,173 | 2,343,817 | 13,129,639       |

**Item 5: The approval of the Fortune Brands Home & Security, Inc. Annual Executive Incentive Compensation Plan**

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 131,177,748 | 3,580,035 | 711,869 | 13,129,639       |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FORTUNE BRANDS HOME & SECURITY, INC.  
(Registrant)

By: /s/ Lauren S. Tashma  
Name: Lauren S. Tashma  
Title: Senior Vice President, General Counsel and  
Secretary

Date: May 3, 2013